

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER GRANTING DEBTORS' EX PARTE MOTION TO FILE REDACTED VERSION OF  
DEBTORS' OMNIBUS RESPONSE TO OBJECTIONS TO DEBTORS' MOTION FOR  
ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006 AUTHORIZING  
REJECTION OF CERTAIN EXECUTORY CONTRACTS WITH GENERAL MOTORS  
CORPORATION AND TO FILE RELATED EXHIBITS UNDER SEAL

Upon the motion (the "Motion"), dated June 15, 2006 of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") pursuant to the Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation and Objections Filed Thereto (Docket No. 3326) and the Stipulation and Agreed Protective Order entered by this Court on June 12, 2006 (Docket No. 4156) (collectively, the "Stipulation and Agreed Protective Order") and General Order M-242 of this Court for an order allowing the Debtors to file a redacted version of Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (the "Response") and exhibits related to the Response under seal, it appearing that the Court has jurisdiction to consider the

Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that, pursuant to Bankruptcy Rule 9018, no notice of the relief requested in the Motion need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors and equity security holders; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is hereby GRANTED.
2. Pursuant to section 107(b) of the United States Code (the "Bankruptcy Code") and Bankruptcy Rule 9018, the Debtors are authorized to file redacted versions of the Debtors' Response and related exhibits under seal.
3. Pursuant to section 107(b) of the Bankruptcy Code, the Clerk of the Court is directed to file unredacted versions of the Response and related exhibits, upon receipt thereof from the Debtors pursuant to General Order #M242, under seal in an envelope, clearly indicating that the Response and related exhibits have been filed under seal by order of the United States Bankruptcy Court for the Southern District of New York and may not be unsealed until and unless permitted by further order of the Court.

4. Consistent with the Stipulation and Agreed Protective Order, the Debtors shall serve copies of the unredacted Response and related exhibits in accordance with the Stipulation and Agreed Protective Order.

5. Redacted copies of the Response and related exhibits shall be filed with the Court.

6. Service of redacted copies of the Response and related exhibits shall be made in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures (as amended and supplemented).

7. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Motion is hereby waived.

8. The Court retains jurisdiction to enforce this Order and the confidentiality of the unredacted version of the Response and related exhibits and the sensitive information contained therein, including the authority to impose sanctions on any person or entity that violates this Order.

Dated: New York City, New York  
June 27, 2006

/s/ ROBERT D. DRAIN  
Honorable Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE